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**WILSON
SONSINI**

January 30, 2020

The Honorable Leonard P. Stark
United States District Court
District of Delaware
J. Caleb Boggs Federal Building
844 N. King Street, Unit 9, Room 6124
Wilmington, DE 19801-3555

PUBLIC VERSION FILED
FEBRUARY 18, 2020

Re: *United States of America v. Sabre Corporation et al.* (Case No. 1:19-cv-01548-LPS)

Dear Judge Stark:

Wilson Sonsini Goodrich & Rosati represents non-party Hawaiian Airlines in the above-referenced action. We have been notified this afternoon that the Department of Justice intends to play the deposition testimony of Kristina Larson, Hawaiian Airlines' representative, during trial today, January 30, 2020.

I enclose a letter from my colleague Chul Pak, who represented Hawaiian Airlines at the deposition, requesting that the courtroom be closed during the playing of this deposition testimony, as well as a supporting declaration from Kristina Larson, Managing Director of Sales Analytics, Distribution and Planning.

I am available at Your Honor's convenience should you have any questions or concerns.

Sincerely,

WILSON SONSINI GOODRICH & ROSATI
Professional Corporation



Ian R. Liston (#5507)

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January 30, 2020

The Honorable Leonard P. Stark, Chief Judge
J. Caleb Boggs Federal Building
844 N. King Street
Unit 26, Room 6124
Wilmington, DE 19801-3555

PUBLIC VERSION FILED
FEBRUARY 18, 2020

FILED UNDER SEAL

Re: *United States of America v. Sabre Corp. et al.*, No. 1:19-cv-01548-LPS (D. Del.);
Hawaiian Airlines Deposition Testimony

Dear Judge Stark:

We represent Hawaiian Airlines, a third party, in the above-captioned action. We understand that counsel for the United States and for Sabre Corporation and Farelogix Inc. (“the Parties”) have designated testimony given by Kristina Larson in her video deposition to be played during trial later this week. Hawaiian Airlines is a customer of both of the Parties and is currently engaged in ongoing contract negotiations with Farelogix. Ms. Larson, who is the Managing Director of Sales Analytics, Distribution and Planning at Hawaiian Airlines, is the primary employee who engages with the Parties (and other GDS and NDC providers) to secure contracts for distribution of Hawaiian Airlines’ content. Her testimony contains competitively sensitive information about Hawaiian Airlines’ strategies, cost and pricing information, and analysis and assessment of the Parties and other vendors as they all relate to ongoing contract negotiations that, if aired publicly to the Parties and other airlines, would undermine Hawaiian Airlines’ negotiating position and put the company at a competitive disadvantage. Accordingly, we respectfully request that Ms. Larson’s testimony retain the Confidential designation, as defined in the Protective Order entered in this action, and that the courtroom be closed to the public while her video deposition is played during the trial.

During her deposition, Ms. Larson was asked a myriad of questions about Hawaiian Airlines’ strategic business plans related to distributing content directly, through GDS companies, and through NDC technology. The exhibits introduced during her deposition included presentations prepared for Hawaiian Airlines executives detailing [REDACTED]

[REDACTED] There is extensive testimony about [REDACTED]

[REDACTED] See Tr. [REDACTED]

[REDACTED] Releasing Ms. Larson’s testimony to the public will harm Hawaiian Airlines’ bargaining position with NDC providers, GDS companies, and online

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travel agencies for future contracts because [REDACTED]
[REDACTED]
[REDACTED] See Tr. [REDACTED]
[REDACTED]

Ms. Larson also testified about the status of ongoing negotiations with Farelogix, including [REDACTED]

See Tr. [REDACTED]
[REDACTED]
[REDACTED] See Tr [REDACTED]

[REDACTED] Hawaiian Airlines will be severely handicapped in the upcoming negotiations with Farelogix [REDACTED]

Finally, Ms. Larson's testimony includes specific details about the contents of Hawaiian Airlines' current GDS contracts with [REDACTED] including [REDACTED] See Tr. [REDACTED]
[REDACTED] Providing this competitively sensitive information to the public would also harm Hawaiian Airlines' competitive position.

For the foregoing reasons, we respectfully request that Ms. Larson's deposition testimony continue to be designated as Confidential, and the courtroom be closed to the public.

* * * * *

Respectfully,

/s/ Chul Pak

Chul Pak

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Cc: Counsel for the United States of America
Counsel for Sabre and Farelogix

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

UNITED STATES OF AMERICA,

Plaintiff,

v.

SABRE CORPORATION,
SABRE GLBL INC.,
FARELOGIX, INC., AND
SANDLER CAPITAL PARTNERS V, L.P.,

Defendants.

Civil Action No. 1:19-cv-01548-LPS

PUBLIC VERSION FILED
FEBRUARY 18, 2020

**KRISTINA LARSON'S DECLARATION IN SUPPORT OF DESIGNATING
DEPOSITION TESTIMONY AS CONFIDENTIAL**

I, Kristina Larson, declare:

1. I am Managing Director of Sales Analytics, Distribution and Planning at Hawaiian Airlines. I have held this position since January of 2015. I reside in Honolulu, Hawaii. I respectfully submit this declaration in support of Hawaiian Airlines' request to maintain the status of my deposition testimony as "Confidential" under the Protective Order.

2. I was deposed in connection with the above-captioned litigation in Honolulu, Hawaii on November 19, 2019. During my deposition, I was asked questions about my role as Managing Director of Sales Analytics, Distribution and Planning, Hawaiian Airlines' content distribution strategy, and prior and ongoing contract negotiations with companies regarding distributing Hawaiian Airlines content (among other things).

3. In my role as Managing Director of Sales Analytics, Distribution and Planning, I am responsible for developing and implementing Hawaiian Airlines' global distribution strategy. My responsibilities include overseeing the distribution, sales analytics, and sales operations

teams at Hawaiian Airlines and managing relationships with online travel agencies and Hawaiian Airlines' GDS partners. I am directly responsible for negotiating Hawaiian Airlines' contracts with GDS and other content distribution companies, including Farelogix and Sabre.

4. The testimony that I provided during my deposition contains sensitive information related to Hawaiian Airlines' content distribution strategy and business plans. I testified extensively about [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED] My testimony includes detailed discussion about [REDACTED]

[REDACTED]

5. I also provided sensitive testimony related to [REDACTED]

[REDACTED]

[REDACTED] My testimony divulges my business views on [REDACTED]

[REDACTED]

6. I am currently engaged in negotiations with Farelogix for a content distribution contract. My deposition testimony includes [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

7. If my testimony is released to the public, Hawaiian Airlines' competitors will gain access to competitively sensitive information related to [REDACTED]

[REDACTED] Additionally, Hawaiian Airlines will be prejudiced in current and future content distribution contract negotiations.

I declare under penalty of perjury under the laws of Delaware that the foregoing is true and correct, and that this declaration was executed on this 30th day of January, 2020.

/s/ Kristina Larson_____

Kristina Larson